

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

## FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

1321325

OMB APPROVAL

OMB Number: 3235-0076 Expires: April 30, 2008 Estimated average burden hours per response 16.0

SEC USE ONLY							
Prefix	Prefix Serial						
DATE RECEIVED							
	1	1					

Name of Offering ( check if this is Newport Asia Growth & Income	an amendment and name has changed, and indicate change.)
Filing Under (Check box(es) that a Type of filing:   New Filing	New York State South Rule 505  Rule 506  Section 4(6)  Amendment
	A. BASIC IDENTIFICATION DATA
1. Enter the information request	about the issuer
Name of Issuer ( check if this is Newport Asia Growth & Incom	n amendment and name has changed, and indicate change.) 2 Fund, LP 07083959
Address of Executive Offices 601 California Street, Suite 60	(Number and Street, City, State, Zip Code) Telephone runner (including Area Code) San Francisco, CA 94108 415/677-8620
Address of Principal Business Oper (if different from Executive Offices	ions (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)
Brief Description of Business Private investment fund	PAUCESSED B
Type of Business Organization  corporation	MOV 2 1 2007
business trust	limited partnership, to be formed  THOMSON other (please specify): LLC FINANCIAL
Actual or Estimated Date of Incorp Jurisdiction of Incorporation or Org	MONUTE FEAT
GENERAL INSTRUCTIONS	

#### Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC. Filing Fee: There is no federal filing fee.

## State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

#### ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

SEC 1972 (6-02) Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

### A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
  - Each promoter of the issuer, if the issuer has been organized within the past five years;
  - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
  - Each executive officer and director of corporate issuers of corporate general and managing partners of partnership issuers; and

Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	_	Promoter	Ö	Beneficial Owner	ם	Executive Officer	Ö	Director	X	General and/or Managing Partner
Full Name (Last name first, if ind Newport Asia LLC	ividı	ual)								
Business or Residence Address 601 California Street, Suite 600				City, State, Zip Code) 94108						
Check Box(es) that Apply:	O	Promoter	D	Beneficial Owner	X	Executive Officer	G.	Director	0	General and/or Managing Partner
Full Name (Last name first, if ind Mussey, John Miller	ividı	nal)								
Business or Residence Address 601 California Street, Suite 600.	(N Sar	umber and St rFrancisco,	reet, CA. !	City, State, Zip Code) 94108					_	
Check Box(es) that Apply:		Promoter	0	Beneficial Owner	X	Executive Officer	٥	Director		General and/or Managing Partner
Full Name (Last name first, if ind Tuttle, Thomas Rogerson	ividı	ıal)								
Business or Residence Address 601 California Street, Suite 600,				City, State, Zip Code) 94108						
Check Box(es) that Apply:	۵	Promoter		Beneficial Owner	X	Executive Officer	O	Director	G	General and/or Managing Partner
Full Name (Last name first, if ind Ellis, Michael	vidı	ıal)								
Business or Residence Address 601 California Street, Suite 600,				City, State, Zip Code) 04108						
Check Box(es) that Apply:	0	Promoter		Beneficial Owner	X	Executive Officer	ם	Director	۵	General and/or Managing Partner
Full Name (Last name first, if ind Legallet, Christopher	vidu	ıal)	·							
Business or Residence Address 601 California Street, Suite 600,				City, State, Zip Code) 04108			•			
Check Box(es) that Apply:		Promoter	C)	Beneficial Owner	X	Executive Officer	D	Director		General and/or Managing Partner
Full Name (Last name first, if indi	vidu	ıal)								
Ruciness or Residence Address	/N	umber and St	root	City State Zin Code)						

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

							UT OFFE					
1.	Has the issuer	sold, or do	es the issue	r intend to	sell, to non-	accredited	investors in	this offerin	g?			
				Ans	wer also in	Appendix,	Column					X
<u>.</u>	What is the mi	inimum inv	estment tha	t will be ac	cepted from	any indivi	dual?			*************		000,000
3.	Does the offer	ing permit	joint owners	ship of a sin	ngle unit?							
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# C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		
	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt	<u> </u>	\$0
	Equity Common Deferred	<u> </u>	\$0
	Convertible Securities (including warrants)	<u>0</u>	\$0
	Partnership Interests	unlimited	\$ 38,028,513
	Other (Specify)	<u> </u>	\$0
	Total	<u>unlimited</u>	\$ <u>38,028,513</u>
2.	Answer also in Appendix, Column 3, if filing under ULOE.  Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."  Accredited Investors	Number Investors	Aggregate Dollar Amoun of Purchases \$ 38,028,513
	Non-accredited Investors	0	\$0
	Total (for filings under Rule 504 only)		\$
	Answer also in Appendix, Column 4, if filing under ULOE.		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part $C$ – Question 1.	Type of	Dollar Amount
	Type of offering	Security	Sold
	Rule 505		\$
	Regulation A		\$
	Rule 504		\$
	Total		\$
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees		\$0
	Printing and Engraving Costs	X	\$5,262
	Legal Fees	X	\$ <u>27,360</u>
	Accounting Fees	×	\$30,400
	Engineering Fees	۵	\$0
	Sales Commissions (specify finders' fees separately)	0	\$0
	Other Expenses (identify) Blue sky, certain custodian fees and fund compliance	X	\$58,755
	Total	X	\$121,777
		لنتا	Ψ1././/

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND US	EO.	F PROCEEDS			, , ,
b. Enter the difference between the aggregate offering price given in response to Part C – Question 1 and total expenses furnished in response to Part C – Question 4.a. This difference is the "adjusted gross proceeds to the issuer"				\$_	37,906,736
5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C – Question 4.b. above.		Payments to Officers, Directors, & Affiliates		]	Payments To Others
Salaries and fees	\$_	<u> </u>	₽	\$_	0
Purchase of real estate	\$_	0		\$_	0
Purchase, rental or leasing and installation of machinery and equipment	\$_	0		\$_	0
Construction or leasing of plant buildings and facilities	\$_	0		\$_	0
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	\$_	0	_	\$_	0
Repayment of indebtedness	\$_	0		\$_	
Working capital	\$_	0		\$_	
Other (specify): Investment Portfolio	\$_	0	X	\$_	37,906,736
	\$_	0	<u> </u>	\$_	
Column Totals	\$_	0	X	\$_	37,906,73
Total Payments Listed (columns totals added)	]	\$37,90	<u>6,730</u>	<u>í</u>	
D. FEDERAL SIGNATURE					
The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this n signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Comm information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 50	otice issic	e is filed under l	Rule	505	, the following
Issuer (Print or Type) Signature		Date			
Newport Asia Growth & Income Fund, LP		November	14,	200	7
Name of Signer (Print or Type)  Title of Signer (Print or Type)					_
John M. Mussey Partner, Newport Asia LLC, General Partner, Income Fund, LP	er o	f the Asia Gro	wth	&	
ATTENTION -					



Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)